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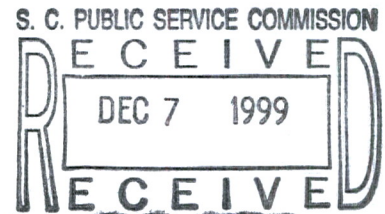
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December 7, 1999



Mr. Gary E. Walsh
Executive Director
Public Service Commission of South Carolina
Koger Executive Center, Saluda Building
101 Executive Center Drive
Columbia, South Carolina 29210

Re: GTE Wireless
Application to Approve Transfer of Assets



Dear Mr. Walsh:

Enclosed for filing please find the Application of GTE Wireless for approval of a transfer of assets to Crown Castle International Corporation. An original and thirteen copies are included for filing. Please date-stamp the extra copies of the Application as proof of filing and return them to our courier.

If you have any questions, please have someone on your staff contact me.

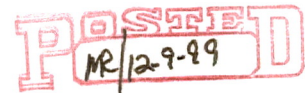
Very truly yours,

ROBINSON, McFADDEN & MOORE, P.C.

Frank R. Ellerbe, III

/nps
Enclosure

cc: Ms. Holly Henderson (via U. S. Mail with enclosure)
T. Michael Tennant, Esquire (via U. S. Mail with enclosure)



BEFORE
THE PUBLIC SERVICE COMMISSION
OF SOUTH CAROLINA



APPLICATION OF)
GTE WIRELESS)
FOR APPROVAL OF A TRANSFER)
OF ASSETS TO)
CROWN CASTLE)
INTERNATIONAL CORP.)

APPLICATION

1999-492-C

Applicants GTE Wireless; GTE Mobilnet of Florence, South Carolina, Inc. ("GTE Florence"); GTE Mobilnet of South Carolina, Inc. ("GTE SC"); and GTE Wireless of the South, Inc. ("GTE South") (collectively "GTE" or "Applicants") pursuant to S.C. Code Ann. Section 58-11-140 and other applicable rules and regulations of the Public Service Commission of South Carolina ("Commission"), respectfully requests that the Commission approve the transfer of in excess of 40 cellular communications towers located in South Carolina to a joint venture formed by GTE Wireless Incorporated and Crown Castle International Corporation ("Crown Castle"). In support of their application, GTE submits the following:

1. The name and address of each of the Applicants are as follows:
 - a. GTE Wireless
Three GTE Place
Alpharetta, Georgia 30004
 - b. GTE Mobilnet of Florence South Carolina, Inc.
One GTE Place
MC GA3B1REG
Alpharetta, Georgia 30004
 - c. GTE Mobilnet of South Carolina Inc.
One GTE Place
MC GA3B1REG
Alpharetta, Georgia 30004



d. GTE Wireless of the South, Inc.
 One GTE Place
 MC GA3B1REG
 Alpharetta, Georgia 30004

2. Correspondence and communications regarding this application should be sent to :

Frank R. Ellerbe, III
 Bonnie D. Shealy
 Robinson, McFadden & Moore, P.C.
 Post Office Box 944
 Columbia, SC 29202
 telephone: (803) 779-8900
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3. **The Transaction**

GTE plans to sell the cellular communications towers to a joint venture consisting of the following three limited liability companies: (1) Crown Castle GT Holding Company LLC (the Holding Company); Crown Castle GT Company LLC (the Operating Company); and (3) Crown Castle GT Holdings Sub LLC (the Holding Subsidiary) . GTE also plans to lease access to these towers to provide cellular services to its customers in the applicable service areas. The transaction is part of a larger transaction involving GTE's cellular towers in other states in which it operates. The closing is set for March 31, 2000.

4. **Request for Authority to Transfer Assets**

GTE proposes to transfer its interest in the three cellular towers to the joint venture. The joint venture does not provide cellular communications services in South Carolina but will only own the towers and lease them to GTE. GTE's financial ability to serve its existing customers will not be impaired in any way by this transaction. GTE will continue to provide the same services to its customers through its lease arrangement. The transfer of assets is being made in a seamless fashion

that will not adversely affect the provision of services to its South Carolina customers. The customers will continue to receive the same high quality service from GTE, at the same rates, and under the same terms and conditions. Therefore, GTE respectfully requests that the Commission grant it the authority to transfer the cellular communications towers to the joint venture.

5. Public Interest

Approval of the transfer of assets from GTE to the joint venture is in the public interest as it will strengthen GTE's ability to do business while not affecting the service it delivers to its South Carolina customers.

WHEREFORE, GTE respectfully requests that the Commission grant the authority to transfer the assets described herein and such other relief as the Commission may deem appropriate.

Respectfully submitted this 7th day of December, 1999.

ROBINSON, McFADDEN & MOORE, P.C.

By: 

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Attorneys for GTE Wireless; GTE Mobilnet of Florence, South Carolina, Inc.; GTE Mobilnet of South Carolina, Inc.; and GTE Wireless of the South, Inc.